

7-082A079

Interstate Commerce Commission
Washington, D. C.

MAR 23 1977
FEE \$ 20

Gentlemen:

ICC Washington, D. C.

Enclosed for recordation under the provisions of Section 20(c) of the Interstate Commerce Act, as amended, are the original and 28 counterparts of a First Amendment dated as of September 1, 1976.

The First Amendment amends that certain Lease of Railroad Equipment dated as of February 1, 1975 recorded with the Interstate Commerce Commission on July 30, 1975 at 10:05 A.M. and assigned Recordation No. 8011.

A general description of the railroad rolling stock covered by the enclosed document is set forth in Schedule A attached to this letter and made a part hereof.

The names and addresses of the parties are:

Lessor: Trust Company for USL, Inc.,
as Trustee under U. C. Trust
No. 11
1211 West 22nd Street
Oak Brook, Illinois 60521

Lessee: Union Carbide Corporation
270 Park Avenue
New York, New York 10017

The undersigned is the Lessor mentioned in the enclosed document and has knowledge of the matters set forth therein.

Please return the original and 26 copies of the First Amendment to Ronald E. Roden, Chapman and Cutler, 111 West Monroe Street, Chicago, Illinois 60603.

Also enclosed is a check in the amount of \$10.00 covering the required recording fee.

Very truly yours,

TRUST COMPANY FOR USL, INC.,
as Trustee under U. C. Trust No. 11

RECORDATION NO. 8011-A Filed & Recorded

By Richard A. Co
Its Vice-President

MAR 23 1977 4 22 AM

LESSOR AS AFORESAID

Enclosures **INTERSTATE COMMERCE COMMISSION**

COUNTER PARTS: CT: Karpman

DESCRIPTION OF EQUIPMENT

<u>Number of Items</u>	<u>Description</u>	<u>Identifying Numbers (both inclusive)</u>
6	19,452 gallon cryogenic railroad tank cars (AAR # 204 W)	RAIX 713 through RAIX 718

SCHEDULE A

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

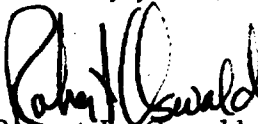
March 25, 1977

Richard A. Cog
1211 West 22nd Street
Oak Brook, IL 60521

Dear Sir:

The enclosed document(s) was recorded pursuant to the
provisions of Section 20(c) of the Interstate Commerce Act,
49 U.S.C. 20(c), on 3-23-77 at 4:05 PM ,
and assigned recordation number(s) 8011-A and 8012-A.

Sincerely yours,


Robert L. Oswald
Secretary

Enclosure(s)

SE-30
(5/76)

MAR 23 1977 -4 05 AM

INTERSTATE COMMERCE COMMISSION

FIRST AMENDMENT

Dated as of September 1, 1976

BETWEEN

TRUST COMPANY FOR USL, INC.

As Trustee under
U. C. Trust No. 11

Lessor

AND

UNION CARBIDE CORPORATION

Lessee

Re:

LEASE OF RAILROAD EQUIPMENT

Dated as of February 1, 1975

FIRST AMENDMENT

Re:

Union Carbide Corporation
(U. C. Trust No. 11)

THIS FIRST AMENDMENT dated as of September 1, 1976, between TRUST COMPANY FOR USL, INC., not in its individual capacity but solely as Trustee under a Trust Agreement dated as of February 1, 1975 (the "Lessor"), and UNION CARBIDE CORPORATION, a New York corporation (the "Lessee");

W I T N E S S E T H:

WHEREAS, the Lessor and the Lessee have heretofore executed and delivered that certain Lease of Railroad Equipment dated as of February 1, 1975 (the "Lease") providing for the lease thereunder by the Lessor to the Lessee of certain railroad cars (collectively the "Equipment" and individually an "Item of Equipment") more fully described in Schedule 1 attached thereto; and

WHEREAS, the Lessor and the Lessee desire to amend the Lease as hereinafter set forth:

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt whereof is hereby acknowledged, the Lessor and the Lessee hereby covenant and agree that the Lease shall be deemed to be and it is hereby amended as follows:

Schedule 1 to the Lease shall be and the same as hereby amended by adding thereto the following described railroad cars:

<u>"Number of Items</u>	<u>Description</u>	<u>Identyfing Numbers (both inclusive)</u>
6	19,452 gallon cryogenic railroad tank cars (AAR 204 W)	RAIX 713 through RAIX 718"

This First Amendment may be executed in several counterparts, each of which so executed shall be deemed to be an original and in each case such counterparts shall constitute but one and the same instrument.

This First Amendment shall be construed in accordance with the laws of the State of New York; providing, however, that the parties shall be entitled to all rights conferred by any applicable federal statute, rule or regulation.

This First Amendment shall be binding upon and shall inure to the benefit of the Lessor and the Lessee and their respective permitted successors and assigns.

This First Amendment shall be construed in connection with and as part of the Lease and all terms, conditions and covenants contained in the Lease except as herein modified shall be and remain in full force and effect.

Any and all notices, requests, certificates and other instruments executed and delivered after the execution and delivery of this First Amendment may refer to the "Lease of Railroad Equipment dated as of February 1, 1975" without making specific reference to this First Amendment, but nevertheless all such references shall be deemed to include this First Amendment unless the context shall otherwise require.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be executed by their respective officers thereunto duly authorized and their corporate seals to be hereto affixed as of the day and year first above written.

[CORPORATE SEAL]

TRUST COMPANY FOR USL, INC.,
as Trustee under a Trust Agreement
dated as of February 1, 1975

Attest:

Richard A. Co
Assistant Secretary

By

Ron M. Jibits
Vice President

Lessor

[CORPORATE SEAL]

UNION CARBIDE CORPORATION

Attest:

Flavence R. O'Donovan
Assistant Secretary

By

W. S. Gray L
Vice President

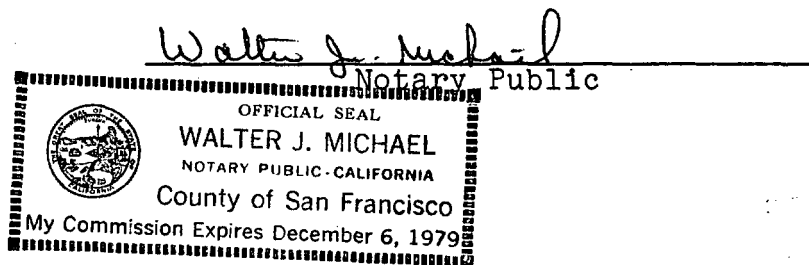
Lessee

STATE OF CALIFORNIA)
) SS
COUNTY OF SAN FRANCISCO)

On this 26th day of October, 1976, before me personally appeared ROBERT M. TIBBITS, to me personally known, who being by me duly sworn, says that he is the Vice President of TRUST COMPANY FOR USL, INC., that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[NOTARIAL SEAL]

My commission expires:



STATE OF NEW YORK)
) SS
CITY AND COUNTY OF NEW YORK)

On this 18th day of October, 1976, before me personally appeared W.S. Gray, Jr., to me personally known, who being by me duly sworn, says that he is Vice President of UNION CARBIDE CORPORATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[NOTARIAL SEAL]

My commission expires: MARCH 30, 1977

Carol J. Mueller
Notary Public
CAROL J. MUELLER
Notary Public, State of New York
No. 30-4608012
Qualified in Nassau County
Certificate Filed with N. Y. County Clerk
Commission Expires March 30, 1977